

PART 2A OF FORM ADV

FIRM BROCHURE

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This Brochure is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment or investment vehicle.

This Brochure provides information about the qualifications and business practices of Pleasant Lake Partners LLC (“PLP”). If you have any questions about the contents of this Brochure, please contact Gerald Aquino at 212-554-0680 or by email at gerald.aquino@plpfunds.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority, and references in this Brochure to PLP as a “registered investment adviser” are not intended to imply a certain level of skill or training.

Additional information about PLP is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This is the first version of PLP's Brochure, dated June 30, 2015. Accordingly, there are no prior versions of the Brochure and no material changes to be noted.

In the future, this section will include a summary of specific material changes that have been made to this Brochure since the last annual amendment.

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ITEM 4 – ADVISORY BUSINESS

OVERVIEW OF PLEASANT LAKE PARTNERS LLC

Pleasant Lake Partners LLC (“**PLP**”) is a Delaware limited liability company that was formed in May 2012 and became listed with the SEC as an exempt reporting adviser (“**ERA**”) effective April 4, 2013. PLP was compelled to transition to an SEC-registered investment adviser (“**RIA**”) as a result of having over \$150 million in assets under management as of December 31, 2014. In connection therewith, PLP filed its final report as an ERA and applied for SEC registration simultaneously on June 29, 2015. As of the date of this Brochure, the principal owner of PLP is Jonathan P. Lennon. Mr. Lennon is also the Founder and Portfolio Manager (the “**Portfolio Manager**”) of PLP.

PLP provides discretionary investment advisory services to pooled investment vehicles which are operated as private funds (the “**Funds**”), certain of which are managed as co-investment vehicles (each a “**COI**”) to invest in one or more particular investments alongside a Fund. As of the date of this Brochure, the Funds include:

- Pleasant Lake Onshore Feeder Fund LP (the “**Onshore Feeder**”), a Delaware limited partnership;
- Pleasant Lake Offshore Feeder Fund Ltd. (the “**Offshore Feeder**” and together with the Onshore Feeder, the “**Feeders**”), a Cayman Islands exempted company;
- Pleasant Lake Offshore Master Fund L.P. (the “**Master Fund**” and together with the Feeders, the “**Master-Feeder Funds**”), a Cayman Islands exempted limited partnership;
- Pleasant Lake Opportunities Fund LP (the “**Opportunities Fund**”), a Delaware series limited partnership; and
- Pleasant Lake Co-Invest I LLC (“**COI I**”), a Delaware limited liability company.

Each of the Feeders invests substantially all of its assets in the Master Fund through a “master-feeder” structure. Although neither Feeder anticipates making and holding investments directly, a Feeder may make and hold investments directly and not through the Master Fund in instances including, but not limited to, where holding such investments in the Master Fund would result in a material tax or regulatory disadvantage.

In addition, PLP may manage Alternative Investment Vehicles (“**AIVs**”) that are formed by one or more of the Funds from time-to-time to make one or more investments in lieu of the applicable Fund investing directly in such investments, for tax or other structuring reasons. As of the date of this Brochure, PLP does not manage any such AIVs but may do so in the future. The Funds, including COIs, and AIVs are collectively referred to herein as the “**Advisory Clients**” of PLP. PLP may establish additional Advisory Clients in the future.

The general partner of each of the Funds organized as a limited partnership (the “**GP**”) is a related person of PLP and is under common control with PLP.

Prospective investors in the Funds are provided with a combination of the following documents, depending on the particular Fund in which a prospect is considering for investment: private placement memorandum (“**PPM**”); limited partnership agreement (“**LPA**”); memorandum and

articles of association, co-invest agreement and/or the investment management agreement between the Fund and PLP and/or the applicable GP, in each case including any amendments or supplements thereto (including LPA schedules and PPM supplements relating to each Series of the Opportunities Fund, discussed below (the “**Series Particulars**”) and/or any other disclosure documentation, as applicable (collectively referred to herein as the “**Governing Documents**”).

The information contained in this Brochure is a summary only and is qualified in its entirety by the applicable Governing Documents.

ADVISORY SERVICES

PLP serves as investment adviser to the Advisory Clients and invests the Advisory Clients’ assets on a discretionary basis. Specifically, the Portfolio Manager is responsible for the development and execution of the Advisory Clients’ investment activities, in consultation with the other members of PLP’s investment team. However, PLP may enter into a side letter or similar agreement with an investor which may provide for, among other things, restrictions on, or special rights of such new investor with respect to, the activities of PLP or the GP. Refer to Item 11 below under CONFLICTS OF INTEREST for additional information.

Master-Feeder Funds

The Master-Feeder Funds seek to maximize absolute annualized returns through employing a structured and replicable investment process by coupling idea generation with a fundamentally driven research process. PLP’s focus on the idea generation process is intended to lead to concentrated positions in securities where PLP believes there to be a compelling valuation on the long side and a demanding valuation on the short side. PLP intends to invest in securities where it believes there is potential for high, absolute returns on the upside, with a more limited loss potential on the downside. The Master-Feeder Funds may focus on the consumer, industrial/natural resources, and media sectors from time to time, but PLP seeks to invest opportunistically on behalf of the Master-Feeder Funds and such Funds’ portfolio is not limited to any such sectors.

PLP intends on using a multi-stage process that involves generating ideas, going through an in-depth research process, developing and quantifying a thesis using financial models, and evaluating risk/reward. PLP will seek to develop a pipeline of ideas, which is divided into multiple categories, which may include: (i) sector coverage—synthesizing the impact of primary, secondary, and tertiary data points in sectors where PLP has gained a deeper knowledge over time; (ii) industry themes and trends—identifying multi-year investment trends that significantly impact business models; and (iii) investment traits—identifying pattern recognition in investment traits through historical experience. Investment ideas will be generated through leveraging industry contacts, buy-side relationships, sector and company expertise, and a wide variety of industry and market research.

Although the Master-Feeder Funds’ investment portfolio consists primarily of long and short positions in publicly traded U.S. and non-U.S. equity securities and other equity-related instruments, the Master-Feeder Funds retain the flexibility to invest both long and short in other types of securities, including, but not limited to options and other contracts, fixed income securities, preferred stocks, American Depositary Receipts, foreign securities, commodities and

financial futures, derivative instruments, exchange-traded funds, mutual funds, unregistered or restricted securities such as private placements or Designated Investments (defined below), convertible securities, warrants, cash and cash equivalents. Such securities may span the market-cap spectrum from small cap to large cap with varying degrees of market liquidity. The Master-Feeder Funds may also invest in a variety of over-the-counter and derivative instruments, including, without limitation, options, futures, currency and forward agreements, contracts on commodities or commodity indices, and swap agreements, which will be used for independent profit opportunities, as well as to attempt to hedge existing long and short positions. PLP seeks to invest opportunistically and will thus not restrict itself to any one type of security for the Master-Feeder Funds' portfolio. The Master-Feeder Funds' investment strategy includes the use of leverage and the Master-Feeder Funds' engage in securities lending as a normal course of their strategy.

PLP does not currently anticipate that the Master-Feeder Funds will purchase assets that are illiquid, restricted or difficult to value. However, in certain circumstances, general economic or market conditions may adversely affect the liquidity of, or ability to value, certain investments held by the Master-Feeder Funds to such a degree that such previously liquid assets are rendered illiquid, restricted or difficult to value. In such an event, PLP may establish additional classes of Shares, Series or segregated accounts to separately account for such adversely affected assets from the other assets of the Master-Feeder Funds (such assets are referred to as “**Designated Investments**”).

The Master-Feeder Funds do not have fixed diversification guidelines. Portfolio holdings may be concentrated in industries that PLP believes offer optimal opportunity for long-term capital appreciation. PLP believes that it has structured the Master-Feeder Funds' investment strategy to provide PLP with flexibility to achieve the Master-Feeder Funds' investment objective. It is impossible to predict the degree of profitability, if any, that may be achieved from the Master-Feeder Funds' investment strategy. PLP will endeavor to commit the Master-Feeder Funds' resources among the various investments and strategies consistent with the philosophy and process articulated in the relevant Governing Documents provided to investors and in response to changing market conditions and opportunities.

Opportunities Fund

The Opportunities Fund will make investments in a number of independent opportunities (each an “**Opportunity**” and, collectively, the “**Opportunities**”), each through a separate series (each, a “**Series**”) of interests. Each Series will be offered independently to the existing investors of the Opportunities Fund as well as to existing investors in the other Funds and other investors.

PLP intends to offer a Series specific to each Opportunity and does not expect to limit the potential types of Opportunities in which the Opportunities Fund will invest. Accordingly, Opportunities may be in a variety of industries or geographic locations and security types, and the factors that PLP may consider in making an investment will vary based on the Opportunity presented. The Opportunity associated with each Series and the investment objective and strategy specific with each Series will be set forth in greater detail in the relevant Governing Documents provided to investors. Additional risk factors specific to each such Opportunity will

also be set forth in such Governing Documents and prospective investors should carefully review such risks.

PLP will consider potential investments opportunities across a range of asset classes, and such investments may take any form that PLP believes offers appropriate return potential. These investments may include, but are not limited to, equity or debt securities of, or interests in, public or private companies, options and other contracts, fixed income securities, foreign securities, commodities and financial futures, derivative instruments, private placements, direct or indirect interests in real estate, litigation claims and any other type of asset deemed by PLP to be suitable for the Opportunities Fund.

One or more of the other Funds may co-invest in most, if not all, of the Opportunities made by the Opportunities Fund. Furthermore, Opportunities will generally be offered first to the Master-Feeder Funds. PLP generally will offer Opportunities first to the Master-Feeder Funds before offering them to the Opportunities Fund because the Opportunities Fund was formed to co-invest, through a new Series, in certain Opportunities alongside the Master-Feeder Funds. In most instances PLP will determine whether the Opportunities Fund will form a new Series and co-invest in a particular Opportunity only after PLP has determined that it would be in the best interests of Opportunity Fund investors to establish such a separate series, rather than to cause the Master-Feeder Funds to increase their position in the Opportunity. PLP makes this determination based on various factors, including but not limited to capacity constraints in the Master-Feeder Funds.

A separate Series will be issued with respect to each Opportunity and as a result, will be highly concentrated, including, in most instances, in a single security. In addition, PLP may seek to obtain a position of controlling influence in some or all of such Opportunities.

PLP does not expect to utilize leverage in the implementation of each Series' investment strategy but may do so from time to time depending on the Opportunity. The Opportunities Fund may also engage in securities lending from time to time.

COI I

The principal purpose of COI I is to invest and reinvest substantially all of its assets in certain securities of an Opportunity held by the Master-Feeder Funds and engage in any activities and transactions incidental thereto. The general purpose of COI I is to buy, sell, hold, and otherwise invest and reinvest its assets in securities of every kind and nature and rights and options with respect thereto, including, without limitation, to exercise all rights, powers, privileges, and other incidents of ownership or possession with respect to securities held or owned by COI I; to enter into, make, and perform all contracts and other undertakings; and to engage in all activities and transactions as may be necessary, advisable, or desirable to carry out the foregoing.

From time to time a Fund or Series, as applicable, may purchase "new issues" as defined in Financial Industry Regulatory Authority, Inc. ("**FINRA**") Rule 5130 or any successor provision thereto, including FINRA Rule 5131. Certain investors may be restricted from participating in new issues.

PLP does not participate in wrap fee programs.

REGULATORY ASSETS UNDER MANAGEMENT

As of March 31, 2015, PLP manages approximately \$275,354,485 of Advisory Client regulatory assets on a discretionary basis. PLP does not currently manage any client assets on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

FEES

As further described below, generally, PLP and/or the applicable GP (or another PLP affiliate) are compensated by the Funds through the payment of management fees and performance-based fees.

Management Fee

PLP receives a management fee (the “**Management Fee**”) from the Funds that is paid quarterly in advance, ranging from 0.75% to 2.0% per annum of respective assets under management (or committed assets, as applicable), depending on the particular Fund and series of interests/class of shares and other factors, as set forth in the applicable Governing Documents. The Management Fee will be pro-rated for periods less than a calendar quarter.

Performance Fee or Carried Interest

Additionally, PLP or the applicable GP (or other PLP affiliate) is entitled to receive annual performance-based compensation from the Funds in the form of a performance allocation (the “**Performance Allocation**”) or carried interest (the “**Carried Interest**”) ranging from 15% to 20% of respective net profits per annum depending on the particular Fund and series of interests/class of shares and other factors, as set forth in the applicable Governing Documents.

In certain instances, the Performance Allocation or Carried Interest is subject to a “loss recovery account” or “high water mark” provision, and/or is subject to a “clawback” provision, depending on the particular Fund and series of interests/class of shares and other factors, as detailed in the applicable Governing Documents.

PLP or the GP may elect to waive, reduce or rebate management fees and/or performance-based compensation for any investor, including investors that are PLP affiliates and/or related persons; provided, however, that no such waiver, reduction, or rebate will adversely impact any other investor or cause other investors to bear a higher portion of such management fees and/or performance-based fees than they would bear absent such waiver, reduction, or rebate. It should be noted that investors that are affiliates and/or related persons of PLP, which include (among other persons) officers and employees of PLP, will typically not be charged a management fee or subject to performance-based fees.

Fees charged to any future COI will be negotiated on a case-by-case basis. Such terms may be substantially similar to or substantially different than the fee terms described above.

PLP or the GP deducts fees directly from the applicable Funds’ assets. Investors do not have the ability to choose to be billed directly for fees incurred.

It is critical that investors and prospective investors refer to the respective Fund’s Governing Documents for a complete understanding of how PLP and the applicable GP are compensated for advisory services, which depends on both the particular Fund and the series of interests/class of shares in which a prospect is considering investment. The

information contained herein is a summary only and is qualified in its entirety by the applicable Governing Documents.

EXPENSES

Fund Operating Expenses

Generally and as applicable, the Funds or the relevant Series in the case of the Opportunities Fund, will bear all costs and expenses related to their investments and each Fund's or relevant Series' operations including without limitation: brokerage and other transaction costs, clearing and settlement charges, costs and expenses relating to purchasing, holding and overseeing investments and forming subsidiary entities to acquire and hold investments, appraisal fees, and banking charges, trade break fees, consulting expenses, research expenses (including, without limitation, Bloomberg and other research related data fees, research related travel expenses, and other research related costs and expenses whether or not the related investment is consummated), legal fees and other expenses in connection with conducting due diligence and negotiating the terms of certain investments, regardless of whether such investments are consummated, custodial fees, administrator fees and expenses, initial and variation margin, interest and commitment fees on debit balances or borrowings, stock borrowing fees and proxy solicitation expenses, legal expenses, audit and tax preparation expenses, accounting fees, fees and expenses for risk management services and order management systems, insurance expenses including costs of any liability insurance obtained on behalf of a Fund or officers' and directors' insurance, indemnification expenses, the Management Fee, regulatory costs and expenses (including filing and license fees and preparation of federal, state and local filings), preparation and filing of Form PF, any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes and fees, costs of reporting and providing information to investors, costs and fees related to portfolio valuations, expenses of liquidating a Fund or Series, costs of litigation or investigation involving a Fund's or Series' activities, and any extraordinary expenses.

A portion of the operating and investment related expenses of a Fund, or Series in the case of the Opportunities Fund, may be shared with other Advisory Clients managed by PLP or a PLP affiliate on an equitable basis to the extent such other Advisory Clients participate in investments made by such Fund or Series.

Organizational Expenses

Organizational costs of the Funds and the costs incurred in connection with the initial issuance of interests/shares, including legal and accounting fees, document production and printing costs, federal and state filing fees, and other related expenses, will be paid for by the Funds. In most instances such expenses are being amortized, as specified in the relevant Governing Documents. Organizational expenses specific to a Series of the Opportunities Fund will be borne by such Series. Each investor in a Series will be solely responsible for its own legal and tax counsel expenses and any other expenses incurred in connection with acquiring and maintaining an interest in such Series.

General Points Regarding Fund Operating and Organizational Expenses:

- Each Feeder is responsible for its pro rata portion of the Master Fund's costs and expenses, the nature of which expenses are anticipated to be similar to those of the Feeders.

- Expenses related to one or more particular series of interests/classes of shares of the Master-Feeder Funds or COI will be allocated accordingly by PLP or GP.
- Expenses incurred generally by the Opportunities Fund with respect to all Series shall be allocated pro rata amongst each Series based on the net asset value of each such Series.
- Any fees (net of any related expenses) received by a Fund or Series, PLP, the GP, or any of their affiliates from investments or prospective investments in consideration for capital, commitments, due diligence and other services relating to usage of the Fund's or Series' capital, or the Fund or PLP exercises its management rights, including, without limitation, director's fees, commitment fees, closing fees, monitoring fees, transaction fees, investment banking fees and net break-up fees, if any, from broken deals (collectively, "**Transaction Fees**"), may be paid to or retained by the PLP, the GP or an affiliate thereof. Notwithstanding the foregoing, the Portfolio Manager does not retain any Transaction Fees; he distributes such fees he receives to the relevant Fund or Series, as applicable.
- With respect to the Offshore Feeder, notwithstanding the foregoing summary of expenses, the amount of incremental operating expenses attributable principally to the Offshore Feeder, including costs to organize the Offshore Feeder, pay directors fees, and any incremental costs attributable to the Offshore Feeder for fund administration, audit and tax preparation ("**Offshore Feeder Operating Expenses**"), for any fiscal year shall not exceed the Offshore Feeder Operating Expense Cap. The "**Offshore Feeder Operating Expense Cap**" shall be calculated on a monthly basis during each fiscal year and shall be an amount equal to approximately 0.020833% of the Offshore Feeder's pro rata share of the net asset value of the Master Fund as of the first day of each calendar month (0.25% annualized), determined prior to any redemptions or distributions for such month. For purposes of calculating the Offshore Feeder Operating Expense Cap, the Offshore Feeder Operating Expenses shall include any such Offshore Feeder Operating Expenses paid directly by the Offshore Feeder and (without duplication) the Offshore Feeder's allocable portion of such Offshore Feeder Operating Expenses as are paid by the Master Fund. Details related to the Offshore Feeder Operating Expense Cap are disclosed in the applicable Governing Documents of the Offshore Feeder, which are provided to prospective investors.
- Each Fund or Series, as applicable, shall pay such expenses directly or shall reimburse PLP or the GP for the payment thereof as the case may be.
- Investors indirectly incur brokerage and other transaction costs (as applicable) related to their investment in a Fund. Refer to Item 12 of this Brochure for information regarding PLP's brokerage practices.

Expenses charged to any future COI will be negotiated on a case-by-case basis. Such terms may be substantially similar to or substantially different than the expense terms described above.

Management/Overhead Expenses

Except as set forth above, PLP will bear all of its own normal and recurring operating expenses and overhead costs incurred in connection with the investment and other management services that it will provide to the Funds, except that research and research-related expenses may be paid for through the permitted use of "soft dollars," as further described in Item 12 of this Brochure.

PLP and the applicable GP will be responsible for costs of their own personnel (including compensation and benefits), office, and overhead expenses.

Sales Charge

There will be no sales charges payable to Fund in connection with the offering of interests/shares. However, a Fund or PLP may enter into agreements with one or more third parties providing for, among other things, payments to such third parties of a fully disclosed sales charge, which may be paid from the investments of certain investors that agree thereto. PLP may pay other forms of consideration to other qualified persons in connection with the issuance of interests/shares, which will not be paid by the applicable Fund.

It is critical that investors and prospective investors refer to the respective Fund's Governing Documents for a complete understanding of how PLP and the applicable GP allocate Fund operating expenses. The information contained herein is a summary only and is qualified in its entirety by the applicable Governing Documents.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described in Item 5 above, the PLP or the applicable GP (or other PLP affiliate) receives asset-based fees in the form of a Management Fee and performance-based compensation from the Funds in the form of a Performance Allocation or Carried Interest.

PLP provides investment management services to multiple investment portfolios for multiple Advisory Clients. Certain Fund and Series accounts, as applicable, have higher management fees and/or performance-based compensation arrangements more favorable to PLP than other Fund or Series accounts. As a result, the potential exists for PLP to seek to favor one Fund or Series account over another Fund or Series account in allocating investment opportunities or otherwise. In particular, PLP has a greater incentive to favor such accounts that pay PLP a higher Management Fee and/or Performance Allocation or Carried Interest, or in which PLP personnel have more significant investments. Additionally, the right of PLP or an affiliate to receive a Performance Allocation or Carried Interest creates a potential conflict of interest in that it inherently creates an incentive for PLP to make investments that are riskier or more speculative than in the absence of such performance-based compensation.

As noted in Item 5, PLP or the applicable GP may elect to waive, reduce or rebate management fees and/or performance-based compensation for any investor, including investors that are PLP affiliates and/or related persons; provided, however, that no such waiver, reduction, or rebate will adversely impact any other investor or cause other investors to bear a higher portion of such management fees and/or performance-based fees than they would bear absent such waiver, reduction, or rebate. Investors that are affiliates and/or related persons of PLP, which include (among other persons) officers and employees of the PLP, will typically not be charged a management fee or subject to performance-based fees.

Investors are provided with clear disclosure in the respective Fund's or Series' Governing Documents as to how advisory fees are charged with respect to a Fund or Series, and the potential conflicts of interest associated with such fees, prior to making an investment or capital commitment to a Fund or Series.

PLP recognizes its fiduciary status and its obligation to treat all Advisory Clients in a fair and equitable manner. PLP has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple Advisory Client accounts. PLP reviews investment decisions for all Advisory Clients on a regular basis in order to ensure that all accounts are treated equitably, based on each Fund's or Series' respective investment strategy. Additionally, PLP has implemented an investment allocation policy and regularly reviews its trade allocations to ensure they are made in a manner that is fair and equitable to all Advisory Clients.

ITEM 7 – TYPES OF CLIENTS

As described in Item 4 above, PLP provides discretionary investment advisory services to pooled investment vehicles which are operated as private funds.

Each of the Feeders qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”). Each investor in the Onshore Feeder and each U.S. investor in the Offshore Feeder is generally required to be an “accredited investor” within the meaning of Regulation D of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and a “qualified purchaser” within the meaning of Section 2(a)(51) of the Investment Company Act.

Each of the Opportunities Fund and the COI qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act. Each investor in the Opportunities Fund and the COI is generally required to be an accredited investor and a “qualified client” under Rule 205-3 of the U.S. Investment Advisers Act of 1940, as amended (the “**Advisers Act**”).

Additionally, the Funds generally require a minimum investment or capital commitment, as applicable, ranging from \$1 million to \$2.5 million, depending on the particular Fund or Series in which an investor subscribes and other circumstances, as set forth in the applicable Governing Documents. PLP or the applicable GP may waive or reduce the minimum investment or capital commitment for any investor.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

INVESTMENT STRATEGY

The investment strategies that PLP pursues on behalf of the Advisory Clients are summarized above in Item 4 under ADVISORY SERVICES.

METHODS OF ANALYSIS/INVESTMENT PROCESS

In pursuing each Advisory Client's investment objective and strategy, PLP seeks to utilize a multi-stage process that involves generating investment ideas, going through an in-depth research process, developing and quantifying a thesis using financial models, and evaluating risk/reward. PLP will seek to develop a pipeline of ideas divided into multiple categories, which may include: (i) sector coverage—synthesizing the impact of primary, secondary, and tertiary data points in sectors where PLP has gained a deeper knowledge over time; (ii) industry themes and trends—identifying multi-year investment trends that significantly impact business models; and (iii) investment traits—identifying pattern recognition in investment traits through historical experience. Investment ideas are generated through leveraging industry contacts, buy-side relationships, sector and company expertise, and a wide variety of industry and market research.

PLP may screen a select number of potential long investment ideas against key criteria, which may include: (i) a company or thesis that PLP believes that is under-covered or misunderstood by the majority of market participants; (ii) a business that PLP would want to own over a multi-year period; (iii) an attractive valuation based on PLP's financial estimates; and (iv) where PLP believes there is significant differentiation versus market expectations that may be quantifiable. Conversely, the key criteria with which PLP may use to screen potential short investments, may include: (i) a company that PLP believes is under-covered or misunderstood by the majority of market participants; (ii) a business that PLP believes to be structurally flawed or could be facing disintermediation entirely; (iii) a demanding valuation on the PLP's financial estimates; and (iv) where the PLP believes there is significant differentiation versus market expectations that may be quantifiable. After evaluating a potential investment thesis with respect to these criteria, PLP's investment team will conduct a more detailed research process on the company, which may involve developing a financial model to quantify the thesis, conducting in-depth company and industry research, having face-to-face and telephonic meetings with company management teams, and assessing buy-side and sell-side consensus. Such research may include, but is not limited to, examining publicly available filings by the company, speaking to industry experts, learning about competitors and competitive landscape, site visits, and reading industry specific reports.

It is critical that investors and prospective investors refer to the respective Fund's Governing Documents for a complete overview of such Fund's investment strategy and PLP's methods of analysis. The information contained herein is a summary only and is qualified in its entirety by the applicable Governing Documents.

RISK FACTORS

It is impossible to predict the degree of profitability, if any, that may be achieved from the investment strategies PLP has implemented on behalf of the Advisory Clients. PLP will

endeavor to commit the Funds' or Series' resources among the various investments and strategies consistent with PLP's investment philosophy and process and in response to changing market conditions and opportunities. The risks of investment in a Fund are considerable and an investor could realize substantial losses, rather than gains, from some or all of the investments and strategies of PLP. Investment in any of the Funds is appropriate only for experienced and sophisticated persons who are able to bear the risk of substantial impairment or total loss of their investment in a Fund. Prospective investors should consult their own legal, investment, tax, regulatory and other advisers as to whether an investment in a Fund is appropriate for them.

The following summary identifies certain of the risks related to the Funds' investment strategies and securities portfolios and should be carefully evaluated before making any investment in a Fund managed or advised by PLP. However, the following is not an exhaustive list of all possible risks of an investment in a Fund and is not a full description of the identified risks in every instance. It is critical that investors refer to the respective Fund's Governing Documents for a more comprehensive overview of such risks.

Further, certain of the risks referenced below may not be applicable to every Advisory Client at a given time, considering the fact that certain Funds pursue different investment strategies than other Funds and as such there are variations to the portfolio holdings across the Advisory Clients (i.e., certain Advisory Clients may have more, less or no exposure to certain securities compared to other Advisory Clients). COIs managed by PLP have risks that may be the same or different than the general risks for the Funds disclosed below, depending on the risks associated with the COI's underlying investment(s).

- **Investment and Trading Risks.** An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that a Fund's investment program will be successful. PLP will be investing substantially all of a Fund's assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable conditions. Such factors may affect, among other things, the level and volatility of securities' prices, the liquidity of a Fund's investments and the availability of certain securities and investments, which in turn could impair a Fund's profitability or result in losses. The markets in which a Fund expects to invest have in recent years experienced significant volatility. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to the Funds.
- **Concentration of Investments.** A Fund's portfolio will, from time to time, be highly concentrated in a particular type of security, industry, geographic location or market capitalization. This may be the result of a Fund's opportunistic investing, external market forces or the lack of liquidity in one security as compared to other securities the Fund holds. Losses incurred in a position making up a significant percentage of a Fund's capital could have a material adverse effect on the Fund's overall financial condition. This limited diversity could expose a Fund to significantly greater volatility than in a more diversified portfolio.

- **Use of Leverage.** PLP intends to leverage the portfolios of certain Funds through margin and other debt in order to increase the amount of capital available for investments. Although leverage increases returns to the investors if the Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to the investors if the Fund fails to earn as much on such incremental investments as it pays for such funds. In the event that a Fund leverages its portfolio, fluctuations in the market value of the Fund's portfolio will have a significant effect in relation to the Fund's capital and the risk of loss and the possibility of gain will each be increased. In addition, when a Fund utilizes leverage, the level of interest rates generally, and the rates at which the Fund can borrow in particular, will be an expense of the Fund and therefore affect the operating results of the Fund. Leverage increases the risk of substantial losses (including the risk of a total loss of capital), and leverage can significantly magnify the volatility of a Fund's portfolio.

Certain of the Funds use short-term margin borrowing in purchasing securities positions. Such borrowing, if made, may result in certain additional risks to a Fund. For example, should the securities pledged to brokers to secure a Fund's margin accounts decline in value, the Fund could be subject to a "margin call" pursuant to which the Fund would be required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

- **Short Sales.** A significant portion of the investment program for certain of the Funds will likely include short selling. Short sales are sales of securities a Fund borrows but does not actually own, usually made with the anticipation that the prices of the securities will decrease and the Fund will be able to make a profit by purchasing the securities at a later date at the lower prices. A Fund will incur a potentially unlimited loss on a short sale if the price of the security increases prior to the time it purchases the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss.
- **Investments in Under-Covered Issuers.** The Funds will invest in the securities of issuers for which it believes less is known generally to the public or for which PLP believes the fundamentals are misunderstood. As a result, PLP will often select investments for the Funds on the basis of information and data derived from firsthand research by PLP and information about such issuers' information may not be readily available to the broader industry. Although PLP intends to evaluate all information and data it is able to obtain and to seek independent corroboration when PLP considers it appropriate and when it is reasonably available, PLP will not in many cases be in a position to confirm the completeness, genuineness or accuracy of all such information and data nor will it have available to it the same amount of information that may be available for other public companies and those followed by more analysts. There may also be less information about such under-covered issuers due to delinquencies in their public filings, less sophisticated management, or due to distressed situations such issuers

may be facing. Due to the lack of abundant information, such investments may be more volatile and present a greater risk of loss for a Fund.

- **Small- and Mid-Cap Issuers.** A significant portion of a Fund's assets may, at any one time, be invested in securities of small- and mid-cap issuers. While, in PLP's opinion, the securities of small- and mid-cap issuers may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small- and mid-cap issuers may also present greater risks. Small- and mid-cap issuers are often businesses with limited operating histories, product lines, markets and financial resources and may be dependent for management on one or a few key persons. Typically small- and mid-cap companies have less analyst coverage by research firms than do larger capitalization companies and there is less publicly available information about these issuers. As a result of these and other factors, securities of small- and mid-cap issuers may be subject to wider price swings and thus may create a greater chance of loss than investing in securities of larger-cap issuers.
- **Risks of Investments in Options.** Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value. Over-the-counter ("OTC") options that a Fund may use in its investment strategy generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The OTC market for options is relatively illiquid, particularly for relatively small transactions.
- **Put and Call Options.** A Fund may purchase exchange-listed and OTC put and call options. In addition, a Fund may write and sell covered or uncovered call and put option contracts. A call option gives the purchaser of the option the right to buy, and obligates the writer to sell, the underlying investments at a stated exercise price at any time prior to the expiration of the option. Similarly, a put option gives the purchaser of the option the right to sell, and obligates the writer to buy, the underlying investments at a stated exercise price at any time prior to the expiration of the option. Options written by a Fund may be wholly or partially covered (meaning that the Fund holds an offsetting position) or uncovered. Options on specific investments may be used by a Fund to seek enhanced profits with respect to a particular investment. Alternatively, they may be used for various defensive or hedging purposes. For example, they may be used to protect against a future adverse change in the market price of particular portfolio investments held by the Fund without requiring a sale of the investments.

Use of put and call options may result in losses to a Fund, force the sale or purchase of portfolio investments at inopportune times or for prices higher than (in the case of put

options) or lower than (in the case of call options) current market values, limit the amount of appreciation the Fund can realize on their investments or cause the Fund to hold an investment it might otherwise sell. For example, a decline in the market price of a particular investment could result in a complete loss of the amount expended by the Fund to purchase a call option (equal to the premium paid for the option and any associated transaction charges). An adverse price movement may result in unanticipated losses with respect to covered options sold by the Fund. The use of uncovered option writing techniques may entail greater risks of potential loss to the Fund than other forms of options transactions. For example, a rise in the market price of the underlying investment will result in the Fund realizing a loss on the calls written, which would not be offset by the increase in the value of the underlying investments to the extent the call option position was uncovered

- **Equity Securities of Growth Companies.** A portion of a Fund's assets may be invested in equity securities of companies that PLP believes have potential for capital appreciation significantly greater than that of the market averages, so-called "growth" companies. The market capitalization of the growth companies in which a Fund will invest may range from small to large capitalizations. Growth stocks are generally more sensitive to market movements than other types of stocks, primarily because their stock prices are based heavily on future expectations. Securities of growth companies may be traded in the OTC markets. While OTC markets have grown rapidly in recent years, many OTC securities trade less frequently and in smaller volume than exchange-listed securities. The values of these securities may fluctuate more sharply than exchange-listed securities, and a Fund may experience some difficulty in acquiring or disposing of positions in these securities at prevailing market prices.
- **Undervalued and Overvalued Equity Securities.** A Fund may invest in companies that PLP believes are undervalued and overvalued. Opportunities in undervalued equity securities arise from market inefficiencies or due to a lack of wide recognition of the potential impact (positive or negative) that specific events or trends may have on the value of a security. Opportunities in overvalued equity securities arise when a stock's current price is not justified by its earnings outlook or price/earnings (P/E) ratio and, therefore, is expected to drop in price. Overvaluation may result from an emotional buying spurt, which inflates the stock's market price, or from a deterioration in a company's financial strength. The identification of investment opportunities in undervalued and overvalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investing long in undervalued securities and investing short in overvalued securities present opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.
- **Hedging.** A Fund may utilize certain financial instruments and investment techniques for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, PLP's ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategies may also be subject to PLP's

ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time rendering the hedge ineffective. It may be more difficult to hedge a position in a smaller cap issuer than a larger-cap issuer. A Fund's portfolio is not expected to be completely hedged at all times and at various times PLP may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, a Fund's assets may not be adequately protected from market volatility and other conditions.

- **Counterparty Risk.** Some of the markets in which a Fund may effect transactions are OTC or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. This exposes the Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Fund has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for creditors. A Fund is not restricted from concentrating any or all of its transactions with one counterparty. The ability of a Fund to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund. Counterparty risks also include the failure of executing brokers to honor, execute, or settle trades.
- **Purchasing Securities of Initial Public Offering.** From time to time a Fund may purchase securities that are part of initial public offerings. The prices of these securities may be very volatile. The issuers of these securities may be undercapitalized, have a limited operating history, and lack revenues or operating income without any prospects of achieving them in the near future. Some of these issuers may only make available a limited number of shares for trading and therefore it may be difficult for a Fund to trade these securities without unfavorably impacting their prices. In addition, investors may lack extensive knowledge of the issuers of these securities.
- **Portfolio Liquidity and Transfer Restrictions (PIPEs and Similar Investments).** A Fund may invest its assets in so-called "PIPE" transactions, in which a private purchase of common stock or a security convertible into common stock is anticipated to be followed shortly by a registered public offering of such common stock, or of common stock of the same class. As securities sold in a PIPE transaction will generally be restricted only for the period from the private sale until the issuer's registration statement with the SEC covering resale of such securities becomes effective, the Fund may pay more for such securities than for other private placement securities. If the issuer is unable to obtain an effective resale registration statement for a PIPE, the PIPE will remain restricted under U.S. securities laws (subject to the availability of some other exemption) and the Fund may be unable to recover from the issuer an amount sufficient to compensate the Fund for the loss of liquidity of such security.

- **Swap Transactions.** A Fund may enter into swap agreements with respect to securities, indexes of securities and other assets or other measures of risk or return. Swap agreements are typically two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to many years. In a standard “swap” transaction, two parties agree to exchange the returns (or the differential in rates of return) earned or realized on particular predetermined investments, instruments, or indices. The gross returns to be exchanged or “swapped” between the parties are generally calculated with respect to a “notional amount.” Whether a Fund’s use of swap agreements will be successful will depend on PLP’s ability to select appropriate transactions for the Fund. Swap transactions may be highly illiquid. Moreover, the Fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect a Fund’s ability to terminate existing swap transactions or to realize amounts to be received under such transactions. Swaps and certain other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Total return swaps are another form of swap transaction that a Fund may utilize in its investment program. A total return swap allows the total return receiver to receive the change in market value of an asset (whether a security, interest rate, form of debt, currency or other asset) from the total return payer in return for paying a floating or fixed interest-rate on a predetermined amount. The total return payer is synthetically short and the total return receiver is synthetically long. Thus, total return swap agreements may effectively add leverage to a Fund’s portfolio because, in addition, to its total net assets, the Fund would be subject to investment exposure on the notional amount of the swap agreement.

- **Other Derivative Investments.** Derivative instruments or “derivatives” include futures, options, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement may expose a Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the PLP from promptly liquidating unfavorable positions and subject a Fund to substantial losses.

- **Forward Trading.** Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements, and speculative position limits are not applicable. For example, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or contracting counterparty to fulfill its contract. As a result, trading in interbank foreign exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the risk of default due to the failure of a counterparty with which a Fund has forward contracts. Although PLP seeks to trade with responsible counterparties, failure by a counterparty to fulfill its contractual obligation could expose a Fund to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any currency market traded by a Fund due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which PLP would otherwise recommend, to the possible detriment of a Fund. Market illiquidity or disruption could result in significant losses to a Fund.
- **Foreign Securities.** A Fund’s investments in securities and instruments in foreign markets involve substantial risks not typically associated with investments in U.S. securities. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of a Fund’s assets denominated in that currency and thereby impact the Fund’s total return on such assets. A Fund may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Investments in foreign securities will also occasion risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of Fund assets and any effects of

foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Finally, in the event of a default of any foreign debt obligations, it may be more difficult for a Fund to obtain or enforce a judgment against the issuers of such securities.

Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher in foreign markets than in the U.S. In addition, differences in clearance and settlement procedures in foreign markets may occasion delays in settlements of a Fund's trades affected in such markets.

In addition, changes or modifications in existing judicial decisions or in the current positions of the IRS, either taken administratively or as contained in published revenue rulings and revenue procedures (which changes or modifications may apply with retroactive effect), and the passage of new legislation, could lead to unfavorable treatment of certain non-U.S. investments which could adversely impact a Fund's portfolio.

- **Exchange Traded Funds.** A Fund may invest in and sell short shares of exchange traded funds ("ETFs") and other similar instruments. These transactions may be used to adjust a Fund's exposure to the general market or industry sectors and to manage the Fund's risk exposure. ETFs and other similar instruments involve risks generally associated with investments in a broadly based portfolio of common stocks, including the risk that the general level of stock prices, or that the prices of stocks within a particular sector, may increase or decrease, thereby affecting the value of the shares of the ETF or other instruments.
- **American and Global Depository Securities & Receipts.** In certain instances, rather than directly holding securities of non-U.S. companies, a Fund may hold, long or short, these securities through an American Depository Receipt (an "ADR") or a Global Depository Receipt (a "GDR" and together with an ADR, a "Depository Receipt"). A Depository Receipt is issued by a depository bank or trust company to evidence its ownership of securities of a non-U.S. company. The currency of a Depository Receipt may be U.S. dollars rather than the currency of the non-U.S. company to which it relates. The value of a Depository Receipt will not be equal to the value of the underlying non-U.S. securities to which the Depository Receipt relates as a result of a number of factors. These factors include the fees and expenses associated with holding a Depository Receipt, the currency exchange relating to the conversion of foreign dividends and other foreign cash distributions into U.S. dollars, and tax considerations such as withholding tax and different tax rates between the jurisdictions. In addition, the rights of a Fund, as a holder of a Depository Receipt, may be different than the rights of holders of the underlying securities to which the Depository Receipt relates, and the market for a Depository Receipt may be less liquid than that of the underlying securities. The foreign

exchange risk will also affect the value of the Depository Receipt and, as a consequence, the performance of the investor holding the Depository Receipt.

- **Investments in Fixed-Income Securities.** A Fund may invest a portion of its capital in bonds or other fixed income securities, including, without limitation, bonds, notes and debentures issued by corporations, debt securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, commercial paper, and “higher yielding” (and, therefore, higher risk) debt securities of the former categories. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations. Fixed income securities are subject to the risk of the issuer’s inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). A major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.
- **Credit Analysis and Credit Risk.** The strategies utilized by PLP require accurate and detailed credit analysis of issuers and there can be no assurance that its analysis will be accurate or complete. A Fund may be subject to substantial losses in the event of credit deterioration or bankruptcy of one or more issuers in its portfolio.
- **Loans of Portfolio Securities.** A Fund may lend its portfolio securities on terms customary in the securities industry, enter into reverse repurchase agreements or enter into other transactions constituting a loan of the Fund’s assets. By doing so, the Fund attempts to increase its income through the receipt of interest on the loan. In the event of the bankruptcy of the other party to a securities loan, a Fund could experience delays in recovering the securities it lent. To the extent that the value of the securities the Fund lent has increased, such Fund could experience a loss if such securities are not recovered.
- **Transaction Execution and Costs.** Purchases and sales of investments by a Fund may be frequent and may result in higher transaction costs to the Fund. In addition, in many cases relatively narrow spreads may exist between the prices at which a Fund will purchase and sell particular positions. The successful application of a Fund’s investment strategy will therefore depend, in part, upon the quality of execution of transactions, such as the ability of broker-dealers to execute orders on a timely and efficient basis. Although the Funds will seek to utilize brokerage firms that will afford superior execution capability to the Funds, there is no assurance that all of the Funds’ transactions will be executed with optimal quality. Furthermore, due to the degree of trading, total commission charges and other transaction costs may be expected to be high. The level of commission charges, as an expense of a Fund, may therefore be expected to be a factor in determining future profitability of such Fund.
- **Limitations on Investor Withdrawals/Redemptions and Transfers; Designated Investments.** Subject to withdrawal/redemption notices, lock-up periods and/or withdrawal/redemption fees, if applicable, withdrawal/redemption gate and other withdrawal/redemption restrictions (as described in applicable Governing Documents),

an investor will generally not be permitted to withdraw/redeem all or any portion of its interests/shares from a Fund, except as of each withdrawal/redemption date (subject to modification or waiver of withdrawal/redemption terms by PLP). In addition, investors will not be permitted to withdraw/redeem any interests/shares issued in connection with a Designated Investment until after the particular Designated Investment is sold or PLP otherwise determines that it should not be treated as a Designated Investment.

- **Soft Dollars.** The use of brokerage commissions to obtain research services creates a conflict of interest between PLP and a Fund. This may result in a Fund paying higher brokerage commissions than might be paid if transactions were effected through brokers that do not provide such services. To the extent that PLP is able to acquire these research services without expending its own resources or at reduced prices, PLP's use of "soft-dollars" would tend to increase its profitability. Such research services may also be used by PLP in its other investment activities, and therefore, a Fund may not, in any particular instance, be the direct or indirect beneficiary of the research, services or equipment provided. In addition, the availability of these non-monetary benefits may influence PLP to select one broker rather than another to perform services for a Fund. Although PLP does not anticipate that it will generate a significant amount of "soft dollars," to the extent it does, it is anticipated that the use of commissions or "soft dollars" to pay for research products or services will fall within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended.
- **Valuation.** Valuations of the Funds' securities and other investments, such as options, may involve uncertainties and judgmental determinations, and if such valuations should prove to be incorrect, the net asset value of the Funds could be adversely affected. Certain of the Funds' investments may not be listed on established exchanges, which may make a determination of the fair market value of such securities difficult to accurately determine. Furthermore, even for listed securities, PLP may determine that the listed prices of the securities as determined in accordance with PLP's valuation procedures do not reflect the actual value of the securities and PLP may make such appropriate and reasonable modifications thereto to reflect the value of the securities, including to reflect liquidity conditions or other factors affecting such value. Third party pricing information may at times not be available regarding certain securities. Valuation determinations made by PLP, in consultation with the GP and/or a Fund's board of directors (as applicable), which will be conclusive and binding, may affect the amount of the Management Fee and Performance Allocation/Carried Interest.

The following summary identifies certain additional risks that are specific to the Opportunities Fund. Risks specific to each Series will be set out in more detail in the Series Particulars, and it is critical that investors refer to such documentation.

- **Risks Associated with the Opportunities.** There are numerous risks associated with investing in the Opportunities that PLP plans on targeting. Many of these risks relate to the industry, geographic location or stage of development of such Opportunity and vary. There is no assurance that the Opportunities Fund's investment in an Opportunity will be profitable and there is a substantial risk that the Opportunities Fund's losses and expenses will exceed its income and gains. Any return on investment to the investors will primarily depend upon successful investments made on behalf of the Opportunities Fund

by PLP. Furthermore, the marketability and value of each investment will vary based upon many factors beyond PLP's control.

Although a representative of PLP or the GP may serve on the board of directors of a portfolio investment of the Opportunities Fund, each such portfolio investment will be managed by its own officers (who generally will not be affiliated with PLP). Investments may have substantial variations in operating results from period to period, face intense competition, and experience failures or substantial declines in value at any stage. Certain investments may need substantial additional capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms or at all.

- **Concentration of Investments.** The Opportunities Fund anticipates that each Series will be highly concentrated in a particular type of security, industry, geographic location or market capitalization as appropriate for each Opportunity. Indeed each Opportunity may represent only one type of security or securities in only one issuer. As a result, losses incurred in an Opportunity will have a material adverse effect on such Series' financial condition. This limited diversity will expose a Series to significantly greater volatility than in a more diversified portfolio.
- **Limited Number of Investments and Lack of Diversification.** Because each Series is expected to participate in only a single investment, the aggregate return to a Series will be affected by the performance of such single investment.
- **Portfolio Investments Longer Than Term.** Although PLP expects that each Series' investments will be disposed of prior to the end of the term of such Series, such Series may have to sell, distribute or otherwise dispose of its portfolio investments at a disadvantageous time. As a result, a Series may sell, distribute or otherwise dispose of its portfolio investments for a price which is less than the price that could have been obtained if the investments were held for a longer period of time.
- **Risks of Participating in Management.** The Opportunities Fund may be subject to numerous risks because it may actively participate in management and control of certain portfolio investments. For example, the Opportunities Fund may be subject to claims by other investors in a portfolio investment, who may, among other things, object to the manner in which the Opportunities Fund exercises its rights to participate in the management of the portfolio investment. Creditors of a portfolio investment might seek to hold the Opportunities Fund responsible for obligations of the portfolio investment. These claims might include those by persons who allege to have been injured by the actions of a portfolio investment controlling shareholder might be subject to claims against a portfolio investment that arise in other areas, including, but not limited to, tort, securities and environmental law. In particular, the Opportunities Fund might be subject to liabilities arising under laws for the protection of the environment and the control of hazardous materials. These laws may impose liability without regard to whether the Opportunities Fund is responsible for environmental problems or hazardous materials. Defending any such claims may be very costly and time-consuming and any liability in connection therewith could be substantial.
- **Service on Boards of Directors.** Individual representatives of PLP or the GP may serve as a member of a portfolio investment board of directors. In their capacity as board

members, such individuals may become subject to fiduciary, reporting or other duties which may adversely affect the Opportunities Fund. For example, the Opportunities Fund may be unable to sell a portfolio investment's securities if a representative of PLP or the GP is in possession of material, non-public information relating to such Opportunity.

- **Non-Controlling Investments.** The Opportunities Fund may hold non-controlling equity or debt interests in a portfolio investment and, therefore, may have a limited ability to protect its investment in an Opportunity. In such circumstances, the Opportunities Fund may make as a condition of its investment that it obtain appropriate shareholder and supervisory rights in order to protect the Opportunities Fund's interests. However, it is unlikely that any such rights will be adequate to protect the ownership interest of the Opportunities Fund in the Opportunity in all circumstances.
- **Illiquid and Long-Term Investments.** It is expected that it could take several months to several years from the date of initial investment for the Opportunities Fund's investments to reach a state of maturity at which time the Opportunities Fund could realize any gain or suspend any loss in value of an investment. Further, transaction structures may not provide for liquidity of the Opportunities Fund's investments prior to maturity or termination, if at all. In certain circumstances, it is expected that even after maturity there may be no readily available market for some of the investments made by the Opportunities Fund. Dispositions of such investments may require a lengthy time period or may result in distributions in kind to the investors. As a result of the expiration of the Opportunities Fund's term, the value at which an Opportunity may be sold, either by the Opportunities Fund or by the investors after a distribution in-kind, may be lower than that which could be achieved if the Opportunities Fund continued in existence.

For certain of the Opportunities Fund's investments, there may be little or no public market for such securities at the time of their acquisition. The Opportunities Fund will generally not be able to sell such securities publicly unless or until their sale is registered under applicable securities laws or an exemption from such registration requirements is available. In addition, in some cases the Opportunities Fund may be prohibited by contract from selling investments for a substantial period of time.

- **Early Stage Investments.** A Series may invest in newly formed or pre-revenue companies, including companies that are typical "venture capital" type investments. Most of these types of investments are made at an early point in a company's life cycle. These "early stage" or "seed" investments can create value inherent in particular companies or situations that can be realized only with substantial effort or expense. Often the success of the investment will depend not only on the efforts of its management team, but also upon actions of other key individuals, or extraneous factors including political or economic developments over which PLP has little or no control. Many early stage companies face significant competition from other firms, both established and start-up.

Early stage investments are typically made in firms that are seeking to develop and bring to market new, unproven technology. This endeavor is subject to a number of risks, including: failure to develop or perfect the technology as planned; obsolescence; patent infringement and similar claims that prevent the technology from being used or licensed;

lack of market acceptance of the technology; and loss of key personnel. These companies are typically dependent on the abilities of key individuals, including founding entrepreneurs, owners or employees with critical technological skills or ownership of important patents or other intellectual property, and marketing and financial professionals. The growth and development of early stage companies may depend on the regular injection of additional capital and financing beyond that which the Opportunities Fund is prepared or able to invest; such financing may not be available from other sources. Venture stage companies are typically thinly staffed and may lack the internal resources or procedures and controls to detect and prevent accounting errors, or more serious losses caused by the misconduct or negligence of officers, employees or agents.

The very significant returns that have been earned in a small portion of venture capital investments have in large part resulted from the completion of highly successful initial public offerings or acquisitions that have permitted the venture investors to sell their equity interests at multiples of original cost. There can, of course, be no assurance that, at the time a given venture investment matures, the public securities markets will support an initial public offering to permit such returns or that the venture-backed company's fundamentals will warrant such returns.

- **Down Round and Cram Down Financings.** A portfolio company in which a Series invests may experience a down round financing, that is the portfolio company raises capital that is based on the portfolio company's valuation that is lower than the portfolio company's valuation in its prior financing round in which such Series may have invested. As a result of the lower valuation, the equity outstanding immediately prior to the down round will suffer dilution. A portfolio company may also engage in a "cram down" financing. A cram down financing is a term that is often used to describe a down round financing in which existing investors lead a new financing that includes terms that may be severely dilutive to non-participating investors and that may include other features, such as forced conversions and "pay-to-play" mechanisms, that may have the perceived effect of punishing non-participating stockholders. In a severe cram down, existing stockholders who do not participate in the round may end up with little or no meaningful ownership stake in the portfolio company. In addition to further consolidating ownership of the portfolio company, investors willing to participate in a cram down may often also receive ancillary deal terms and preferred stock rights and preferences (such as super-priority liquidation preferences, "drag along" rights and special voting rights) that are superior to the prior rounds. If a Series does not participate in a cram down financing, such Series' equity ownership could be significantly reduced.
- **Limitations on Ability to Exit Investments.** PLP expects to exit from its investments in two principal ways: (i) private sales and (ii) initial and secondary public offerings. At any particular time, one or both of these avenues may not be open to the Opportunities Fund, or timing with respect to these exit mechanisms may be inopportune. As such, the ability to exit from and liquidate portfolio holdings may be constrained at any particular time.
- **Bridge Loans.** From time to time, a Series may lend to portfolio companies on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such bridge loans may be convertible into a more permanent,

long-term security; however, for reasons not always in a Series' control, such long-term securities issuance or other refinancing or syndication may not occur and such bridge loans and interim investment may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by such Series.

- **Adverse Consequences for Failure to Fund a Capital Commitment.** The failure by an investor to fund all or any portion of its capital commitment to the Opportunities Fund when required may result in the complete forfeiture of such investor's capital account and interest in the Opportunities Fund. If any investor fails to fund its capital commitment obligations when due, the Opportunities Fund's ability to complete its investment program or otherwise to continue operations may be substantially impaired. A default by a substantial number of the investors or by one or more investors who had made substantial capital commitments would limit opportunities for investment diversification and would likely reduce returns or increase losses to the Opportunities Fund.
- **Capital Calls and Defaults.** Capital calls will be issued by each Series from time to time at the discretion of the GP, based upon the GP's assessment of the needs and opportunities of such Series. To satisfy such calls, for which advance notice will be provided by the GP, investors may need to maintain a substantial portion of their capital commitments in assets that can be readily converted to cash. Forfeiture of an investor's interest may occur upon a failure to make any installment payment of its capital commitment, unless payment of the installment would be unlawful because of laws or regulations applicable to that investor.
- **Distributions of Assets other than Cash.** The Opportunities Fund may elect to make distributions to an investor of assets other than cash. An investor that receives assets other than cash from the Opportunities Fund may incur substantial costs, losses and delays in converting those assets to cash. The Opportunities Fund may distribute securities that are subject to restrictions on transfer, and in such case, an investor may be unable to convert such securities into cash for an indefinite period of time. Any such distributions of assets other than cash may result in adverse tax and/or economic consequences to an investor.

It should be noted that the risks summarized above are also generally applicable to COI I, but PLP may launch additional COIs in the future which will have risks that may be the same or different than those risks disclosed herein, depending on the risks associated with the COI's underlying investment(s).

ITEM 9 – DISCIPLINARY INFORMATION

PLP is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of PLP or the integrity of PLP's management. PLP has no legal or disciplinary information to disclose at this time.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

PLP and each of the GPs have filed with the National Futures Association (the “NFA”) a notice of exemption from registration with the U.S. Commodity Futures Trading Commission (the “CFTC”) as a commodity pool operator (“CPO”) with respect to the Funds pursuant to CFTC Rule 4.13(a)(3). PLP has also filed a notice of exemption from registration with the CFTC as a commodity trading advisor (“CTA”) pursuant to CFTC Rule 4.14(a)(8). PLP does not believe that the status of the GPs as exempt CPOs creates any conflicts of interest with the Advisory Clients or investors.

PLP, the GPs, their members, principals, managers, affiliates and employees (collectively, the “**Management Affiliates**”) may engage in other activities, including, without limitation, (i) forming managed accounts or other investment partnerships or funds (whether of similar or dissimilar strategy as to that of a current Fund or Series) and from entering into other investment advisory relationships, from participating in co-investment opportunities, from engaging in other business activities, even though such activities may be in competition with a Fund or Series and/or may involve substantial time and resources of one or more of the Management Affiliates; (ii) providing consulting, merger and acquisition, structuring or financial advisory services, including with respect to actual, contemplated or potential investments of a Fund or Series; (iii) or as acting as a director, officer or creditors’ committee member of, adviser to, or participant in, any investment held by a Fund or Series. In connection therewith, no Management Affiliate shall be required to refrain from any activity, to disgorge profits from any such activity or to devote all or any particular amount of time or effort of any of their officers, directors or employees to a Fund or Series and its affairs.

Additionally, representatives of PLP may serve on the board of directors of one or more publicly traded companies, including, but not limited to, companies in which a Fund may invest. As a result, such Fund may be restricted from transacting in securities of such issuers.

Conflicts may arise in the allocation of management resources as a result of such other activities.

As noted in Item 8 above under RISK FACTORS, individual representatives of PLP or the GP may serve as a member of a portfolio investment board of directors, which may subject such PLP personnel to fiduciary, reporting or other duties which may adversely affect a Fund.

Refer to Item 11 below under CONFLICTS OF INTEREST for additional disclosure related to potential conflicts of interest that should be considered by prospective investors in the Funds (and are disclosed in greater detail in the applicable Governing Documents provided to prospects).

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

CODE OF ETHICS

PLP has adopted a Code of Ethics (the “**Code**”) designed to meet the requirements of Advisers Act Rule 204A-1. The Code applies to PLP’s “Access Persons.” Access Persons include, generally, members, officers, directors and employees of PLP who, in relation to the Advisory Clients: (1) have access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. PLP deems all of its employees to be Access Persons.

The Code sets forth a standard of business conduct that takes into account PLP’s status as a fiduciary to the Advisory Clients and requires Access Persons to place the interests of Advisory Clients above their own interests. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of PLP’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code sets forth (among other things) certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Each Access Person is required to provide PLP’s Chief Compliance Officer with a list of their personal accounts and an initial holdings report listing the holdings of such personal accounts within 10 days of becoming an Access Person. In addition, PLP’s Access Persons are required to provide annual holdings reports and quarterly transaction reports detailing, respectively, the securities holdings and quarterly transactions in their personal accounts in accordance with Advisers Act Rule 204A-1.

The Code also describes PLP’s duty to protect material non-public information about securities/investment recommendations provided to (or made on behalf of) Advisory Clients.

Upon request, PLP will make the Code available for review to investors or prospective investors that come onsite to PLP’s offices.

CONFLICTS OF INTEREST

There are actual and potential conflicts of interest that should be considered by prospective investors before investing in a Fund or Series. The following summary identifies certain of these conflicts, but is not an exhaustive list and it is critical that investors refer to the respective Fund’s Governing Documents for a more comprehensive overview of conflicts of interest.

- **Third Party Compensation to Management Affiliates.** The Management Affiliates may, and expect to, receive fees or other compensation from third parties for any of the activities, which fees, subject to the set of rights set forth in the applicable Governing Documents, which may be for the benefit of their own account and not a Fund or Series. These fees can relate to actual, contemplated or potential investments of a Fund or Series

and may be payable by entities in which such Fund or Series directly or indirectly, has invested or contemplates investing. Notwithstanding the foregoing, the Portfolio Manager does not retain such fees; he distributes such fees he receives to the relevant Fund or Series, as applicable.

- **Multiple Advisory Client and Series Accounts.** The principals of PLP render investment management services to multiple Advisory Client accounts, the investment strategies of which may be substantially similar to that of another Advisory Client account or one or all of the Series account. PLP may also have a conflict of interest in rendering advice to an Advisory Client account because the financial benefit from managing some other Advisory Client account may be greater (i.e., such account generates higher fees or allocations tied to either higher percentages earned or larger amounts of capital investment by PLP or its affiliates), which may provide an incentive to favor the other account.
- **Cross Transactions.** If permitted under applicable law, PLP may, on behalf of an Advisory Client account, for liquidity, portfolio rebalancing, trade allocation or other reasons, purchase investments from, sell investments to or enter into agreements with another Advisory Client account (i.e., “cross transactions”). The terms of any such cross transactions will be commercially reasonable and will not be materially less favorable to the applicable Fund than those available in the market. PLP will receive no special fees or other compensation in connection with cross transactions. Expenses incurred in a cross transaction will be allocated equitably in the sole discretion of PLP between the Advisory Client accounts that are parties to the cross transaction. Similarly, if a transaction is cancelled, any costs incurred will be allocated equitably in the sole discretion of PLP between the Advisory Client accounts that are parties to the cross transaction.
- **Principal Transactions.** If permitted under applicable law, Advisory Client accounts may engage in principal transactions and certain other related party transactions. In such an event an Advisory Client account may appoint a third party (the “**Independent Client Representative**”) unaffiliated with PLP or any of its affiliates to act as the agent of such Advisory Client account to give or withhold any consent required under applicable law, including but not limited to, a transaction in which PLP causes an Advisory Client account to purchase securities or other instruments from, or sell securities or other instruments to, another Advisory Client account, PLP or its affiliates. An Independent Client Representative may be paid by such Fund and may receive an indemnity from the Fund for claims arising out of its activity in such capacity.
- **Personal Trading.** PLP and its respective members, principals, managers, officers and employees will devote as much of their time to the activities of the Advisory Clients as PLP deems necessary and appropriate. The members, principals, managers, affiliates and employees of PLP and its affiliates may trade in securities for their own accounts, subject to restrictions and reporting requirements set forth in the Code and as required by the Advisers Act and other applicable laws. As a result of differing trading and investment strategies or constraints, positions may be taken by members principals, managers and employees of PLP that are the same as, different from, or made at a different time than positions taken for any Advisory Client.

- **Side Letters/Supplementary Agreements.** In connection with an investor's subscription for interests/shares of a Fund, the Fund may enter into a side letter or similar agreement (a "**Supplementary Agreement**") with such new investor. A Supplementary Agreement may provide for, among other things, extending certain information rights or additional reporting to such investor, in some cases to accommodate special regulatory or other circumstances of the new investor; or restrictions on, or special rights of the new investor with respect to, the activities of PLP or the GP. The entry by a Fund into any Supplementary Agreement would not require the vote or consent of any investor unless such Supplementary Agreement constituted or required an amendment to the LPA or Articles of Association (as applicable) requiring such a vote or consent in accordance with the terms of such Governing Document. In addition, the terms of any such Supplementary Agreement will not be disclosed to other investor unless PLP or the GP agrees otherwise.

The following summary identifies certain additional conflicts that are specific to the Opportunities Fund. It is critical that investors refer to the Opportunities Fund's Governing Documents for a more comprehensive overview of conflicts of interest.

- PLP generally will offer Opportunities first to the Master-Feeder Funds before offering them to the Opportunities Fund because the Opportunities Fund was formed to co-invest, through a new Series, in certain Opportunities alongside the Master-Feeder Funds. In most instances PLP will determine whether the Opportunities Fund will form a new Series and co-invest in a particular Opportunity only after PLP has determined that it would be in the best interests of Opportunity Fund investors to establish such a separate series, rather than to cause the Master-Feeder Funds to increase their position in the Opportunity. PLP makes this determination based on various factors, including but not limited to capacity constraints in the Master-Feeder Funds.
- The Management Affiliates devote a substantial portion of their time to the business and affairs of the other Funds. Although the other Funds generally pursue an investment strategy that from time to time differs from the investment strategy of any one Series, the other Funds may invest in all or a substantial portion of the Opportunities presented to investors and as noted above will generally have priority with respect to allocations thereof.
- Although each Series will be established for a specific Opportunity, the investments in each Series may be similar which could lead to conflicts of interest regarding, among other things, the timing, prices and volumes of sales and purchases; as a result of market capacity or other issues, the full or partial liquidation of one Series may adversely affect another Series; and two or more Series may invest in different levels of a single issuer's capital structure or securities of the same issuer and therefore have adverse interests.

ITEM 12 – BROKERAGE PRACTICES

BROKERAGE PRACTICES AND SOFT DOLLARS

PLP is responsible for selecting broker-dealers to execute trades and negotiating any commissions paid on such transactions. PLP's primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible. PLP also takes into account a variety of other factors, including the financial strength, integrity and stability of the broker-dealer and the commissions to be paid in connection with its duty to seek "best execution."

PLP may also consider the quality comprehensiveness and frequency of available research and other products and services considered to be of value. Such products and services may include, among other things, written information and analyses concerning specific securities, companies or sectors, market, financial and economic studies and forecasts, statistics and pricing or appraisal services, discussion with research personnel, special execution capabilities, order of call, and the availability of stocks to borrow for short trades. PLP is authorized to pay higher prices for the purchase of securities from or accept lower prices for the sale of securities to brokerage firms that provide it with such research and trading related products and services or to pay higher commissions to such firms if PLP determines such prices or commissions are reasonable in relation to the overall services provided. Accordingly, Advisory Clients may be deemed to be paying for research and other products and services with "soft" or commission dollars. When PLP uses Advisory Client brokerage commissions or "soft dollars" to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for the research, products or service, and these benefits provide an incentive for PLP to select a broker-dealer based on its interest in receiving such products or services, rather than on Advisory Clients' interest in receiving best execution.

It is anticipated that PLP's use of commissions or soft dollars to pay for research products or services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Under Section 28(e), research obtained with soft dollars generated by an Advisory Client may be used by PLP to service accounts of the other Advisory Clients. Where a product or service obtained with soft dollars provides both research and non-research assistance to PLP, PLP will make a reasonable allocation of the cost that may be paid for with soft dollars.

Although PLP believes that Advisory Clients benefit from many of the products and services obtained with soft dollars generated by one or more Advisory Clients' trades, such Advisory Clients may not benefit exclusively or at all. In addition, PLP may, in its discretion, determine to use one or more third party service providers to perform certain trading functions for the Advisory Clients, and in connection therewith the Advisory Clients may pay higher brokerage commissions than might be paid if PLP performed this function, particularly in the case of trades that PLP directs to be executed with a broker other than the third party service provider. Such service provider may be subject to certain restrictions and conflicts that may limit its ability to perform such trading services.

In addition, from time to time, representatives of PLP may speak at conferences and programs for investors interested in investing in hedge funds that are sponsored by prime brokers. These conferences and programs may provide opportunities by which PLP is introduced to potential investors in a Fund. Generally, prime brokers are not compensated by PLP, the Funds, or potential investors for providing such “capital introduction” opportunities. In addition, prime brokers may provide financing and other services to the Advisory Clients and the Investment Manager. Consequently, such additional services by a prime broker may influence PLP in deciding whether to use the services of such prime broker in connection with the activities of the Advisory Clients.

While PLP recognizes that it has an incentive to favor broker-dealers that provide capital introduction services to PLP or otherwise refer prospective Advisory Clients or Fund Investors, PLP does not select broker-dealers in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

PLP addresses the potential conflicts of interest in connection with its brokerage practices through its best execution review process. PLP’s best execution review process includes an analysis of overall performance of broker-dealers in light of the amount of business directed to such broker-dealers.

AGGREGATION OF INVESTMENTS

PLP allocates investment opportunities (“Opportunities”) among its Funds according to the following procedure:

PLP generally will offer Opportunities first to the Master-Feeder Funds before offering them to the Opportunities Fund because the Opportunities Fund was formed to co-invest, through a new Series, in certain Opportunities alongside the Master-Feeder Funds. In most instances PLP will determine whether the Opportunities Fund will form a new Series and co-invest in a particular Opportunity only after PLP has determined that it would be in the best interests of Opportunity Fund investors to establish such a separate Series, rather than to cause the Master-Feeder Funds to increase their position in the Opportunity. PLP makes this determination based on various factors, including but not limited to capacity constraints in the Master-Feeder Funds.

PLP will offer Investments to COI I only to the extent suitable and after the Master-Feeder Funds (and the Opportunities Fund, if relevant) have invested in an Opportunity.

When two or more Funds own the same security, PLP may cause one Fund to sell the security and the other Fund(s) to continue to hold the security, due to the Funds’ differing time horizons and risk appetites.

ITEM 13 – REVIEW OF ACCOUNTS

The Advisory Clients' portfolios are under continuous review by the Portfolio Manager and other members of PLP's investment team (the "**Investment Team**") and there is constant dialogue among the Investment Team. Such reviews generally entail an assessment of whether (i) sizing is appropriate given changes in the risk/reward profile and PLP's level of conviction, (ii) there has been any fundamental change to the original investment thesis and (iii) price targets are being approached. PLP considers, among other things, investment performance, the impact of market and stock price changes on Advisory Clients' portfolios and position sizing, and whether anything has changed subsequent to an initial investment thesis that impacts the risk or potential return.

Each investor in the Funds receives: (i) monthly or quarterly (depending on the particular Fund) unaudited performance information and account statements; (ii) audited annual financial statements of the applicable Fund, audited and prepared by an independent certified public accounting firm; and (iii) tax information regarding the Fund necessary for the completion of each investor's tax return, including a Schedule K-1 or estimates of taxable income or loss allocated to such investor. Similar reports are provided to investors in the COIs.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

PLP and certain of the Funds have entered into a placement agreement with Park Hill Group, LLC (“**Park Hill**”), a third-party placement agent and FINRA-registered broker-dealer that PLP utilizes to solicit suitable prospective investors in the Funds, on PLP’s behalf. Such solicitation and referral activities are conducted in a manner that is consistent with relevant SEC guidance.

Park Hill is compensated by PLP for its solicitation activities based on a percentage of the management fee payable by the applicable Fund to PLP or an affiliate (the Funds’ fees and expenses are described above in Item 5). The Funds do not bear a sales charge or any other additional fees related to Park Hill’s solicitation activities and as such, investors that subscribe in a Fund through Park Hill (the “**Introduced Investors**”) are not indirectly subject to any additional fees related to Park Hill’s solicitation activities. PLP pays Park Hill directly from the management fee already paid by the Fund with respect to such Introduced Investors.

In accordance with Rule 506(d) of the Securities Act, third-party placement agents and solicitors utilized by PLP are prohibited from participating in exempt securities offerings if they have been convicted of or are subject to court or court or administrative sanctions for securities fraud or other violations of specified laws.

ITEM 15 – CUSTODY

PLP or the GP is deemed to have custody of the Advisory Clients' assets pursuant to Advisers Act Rule 206(4)-2 (the “**Custody Rule**”). To ensure compliance with the Custody Rule, PLP maintains the applicable assets of the Funds in accounts held with a “qualified custodian” and arranges for the Funds to be audited annually (and upon liquidation) by an independent public accounting firm registered with, and subject to inspection by, the Public Company Accounting Oversight Board. The Funds' audited financial statements (“**AFS**”) are prepared by the auditors in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”) and provided to investors within 120 days of the applicable Fund's fiscal year-end (or, in the case of a liquidating audit, promptly after completion of the audit). The Funds' auditors are identified in PLP's Form ADV Part 1. PLP's adherence to this audit provision of the Custody Rule exempts PLP from the quarterly account statement delivery obligations and surprise audit requirement of the Custody Rule.

Certain Fund investments will be in private companies or privately offered securities, and certain private investments are exempt from the Custody Rule requirement that assets be maintained with a qualified custodian. Specifically, pursuant to SEC guidance, the SEC would not object if an adviser does not maintain private stock certificates with a qualified custodian, provided that: (1) the client is a pooled investment vehicle subject to an annual audit that complies with the requirements referenced above; (2) the private stock certificate can only be used to effect a transfer or to otherwise facilitate a change in beneficial ownership of the security with the prior consent of the issuer or holders of the outstanding securities of the issuer; (3) ownership of the security is recorded on the books of the issuer or its transfer agent in the name of the client; (4) the private stock certificate contains a legend restricting transfer; and (5) the private stock certificate is appropriately safeguarded by the adviser and can be replaced upon loss or destruction. In addition, such guidance explicitly notes that a fund adviser does not have to maintain the following documents with a qualified custodian, provided that the fund is subject to an annual audit as described above: (1) partnership agreements, subscription agreements and limited liability company agreements; and (2) securities that are “evidenced by ISDA master agreements that cannot be assigned or transferred without the consent of the counterparty.”

ITEM 16 – INVESTMENT DISCRETION

As explained in Item 4 above, pursuant to the Funds' Governing Documents, PLP has discretionary authority to manage the Funds' portfolios. PLP is authorized to make investments on behalf of its Advisory Clients. Individual investors do not have the ability to impose limitations on PLP's discretionary authority. Investors in the Funds must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in the Funds. Each Fund's subscription agreement or applicable advisory agreement contains a power of attorney clause or substantively similar provision.

ITEM 17 – VOTING CLIENT SECURITIES

PLP or the applicable GP has authority to vote on securities held by the Advisory Clients. As required under the Advisers Act Rule 206(4)-6, PLP has adopted a proxy voting policy. PLP understands that it has a fiduciary duty to act in the best interests of its Advisory Clients in determining whether and how to vote on any proxy voting matter, and ensuring that any material conflicts of interest that may arise in the course of such voting are addressed. Because of the high turn-over of securities in the Funds' portfolios, PLP will only vote proxies in situations where the relevant security exceeds 5% of a Fund's gross assets. PLP has retained the services of an independent proxy voting service to generally manage the receipt of incoming proxies, maintain a log of all proxies, and place votes based on specified policies and guidelines established by PLP, in accordance with its proxy voting policy and procedures.

PLP's Chief Compliance Officer will rely on various information sources in identifying potential conflicts of interest with respect to proxy voting, including (but not limited to) reports submitted and disclosures made by Access Persons to the Chief Compliance Officer pursuant to the Adviser's Compliance Manual and Code of Ethics. If the Chief Compliance Officer identifies a conflict and determines that such conflict is "material," PLP will determine whether voting in accordance with its proxy voting guidelines is in the best interests of affected Advisory Clients. A conflict of interest ordinarily will be considered material if it can reasonably be argued that PLP (or PLP's senior management) has an incentive to vote the proxy in a manner designed to benefit: (i) PLP, senior management or other personnel rather than an affected Advisory Client (even if there is no ostensible detriment to the affected Advisory Client from voting the proxy in that manner); or (ii) one Advisory Client to the potential detriment of another Advisory Client. All materiality determinations will be based on an assessment of the particular facts and circumstances.

With respect to material conflicts, PLP may rely on its independent proxy voting service to vote on such proxy or PLP will determine whether it is appropriate to disclose the conflict to the affected Fund's investors and seek their consent to vote the proxy in question, or employ an alternative method of addressing the identified conflict of interest. It should be noted that typically the independent proxy voting service retained by PLP will vote proxies on behalf of PLP and the affected Advisory Client(s), even in instances where no conflicts are identified.

PLP will keep a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions, and each investor request for proxy voting records and PLP's response for the previous five years. Most of these records will be retained on behalf of PLP and the Advisory Clients by the independent proxy voting service that PLP utilizes.

Upon request, PLP will make its proxy voting policy and procedures, as well as how PLP has voted proxies, available for review to investors or prospective investors that come onsite to PLP's offices.

ITEM 18 – FINANCIAL INFORMATION

PLP and its affiliates do not require or solicit prepayment of fees longer than six months in advance. PLP is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Advisory Clients or investors.